



MOSSACK FONSECA & CO.

Arango-Orillac Building

East 54th Street

PANAMA CITY

DOCUMENTS ENCLOSED

COMPANY : BANGIO INVEST S.A.

DATE : 11.05.2005/ SS

1. *Original Memorandum and Articles of Association*
2. *Original Certificate of Incorporation*
3. *M & A of Association / Certif. of Incorp. (copies legalised by Apostille)*
4. *Appointment of the first Director(s)*
5. *X Bearer share certificate(s)*
6. *Minutes of the first meeting of the Board*
7. *X Banking resolution*
8. *X Power of Attorney*
9. *X Minutes of a meeting of the Board*
10. *Certificate of Incumbency*
11. *Certificate of Good Standing*
12. *Certificate of Dissolution*
13. *X Public Dced n° 7622*
14. *Registered share certificate*
15. *Trust Deed (s) & Assignment(s)*
16. *Authentication of Corporate Document(s)*
17. *Document(s) signed by the directors*
18. *X Our invoices n° 152662*
- 19.
- 20.

*Sincerely yours,
Mossack Fonseca & Co.
(Form without signature)*

*After signature, could you please return us
copies of the documents mentioned under
item (s) n°*

BANGIO INVEST S.A.
(the "Company")

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS
held on April 21st, 2005.

NOTICE: Notice to this meeting was waived by all persons entitled thereto.

PRESENT: Francis Perez
Vianca Scott
Leticia Montoya

A quorum being present, Francis Perez was elected Chairman of the Meeting and Leticia Montoya acted as Secretary and kept the minutes thereof.


The following resolution was unanimously adopted:

RESOLVED: To authorise, as it is hereby authorised, the issuance of the bearer share certificate No. 1 for 100 shares with a par value of US\$ 100,00 each.

There being no further business to be transacted at this meeting it was declared closed, and in witness thereof these Minutes have been issued on the date and place first above written.



Francis Perez, Chairman



Leticia Montoya, Secretary

| SHAREHOLDER | CERTIFICATE No. | DATE OF ISSUE | NUMBER OF SHARES | AUTHORIZED CAPITAL |
|-------------|-----------------|---------------|------------------|--------------------|
| THE BEARER | 1 | 21.04.2005 | 100 | US\$ 10.000,00 |

Certificate No. 1

Number of shares: 100

BANGIO INVEST S.A.

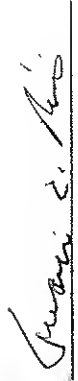
The articles of incorporation of this corporation are duly registered at the Public Registry, (Mercantile) Microfilm Section at Microjacket 484327, Document 767091.

AUTHORISED CAPITAL: US\$ 10.000,00

Divided into 100 shares with a par value of US\$ 100,00 each

This is to certify that THE BEARER is entitled to ONE HUNDRED (100) shares of US\$ 100,00 each in the above named company, subject to the Memorandum and Articles of Association of the said company.

IN WITNESS WHEREOF the Company has authorised this certificate to be issued this 21st day of April, 2005.


Director


Director

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that on this 3rd day of May, 2005, we, **BANGIO INVEST S.A.**, a company incorporated and existing under the law of the Republic of Panama, whose registered office is situated at Arango-Orillac Bldg., East 54th Street, Panama (hereinafter referred to as "the Company") have made, constituted and appointed, and by these presents do hereby make, constitute and appoint **Mr. Mihran POGHOSYAN** (hereinafter referred to as "the Attorney") as our true and lawful Attorney-in-fact for us and in our name, place and stead, to do, execute and perform all and every act or acts in law needful and necessary to be done in and about and in relation, but not limited to, the following matters:

1. To negotiate, conclude, sign, execute and deliver on behalf of the Company such conveyances, transfers, assignments, deeds, documents, licenses, authorities or agreements as said Attorney shall consider necessary or proper to enable it to dispose of or acquire any assets in any part of the world (hereinafter referred to as "the assets") on such terms as the Attorney shall consider proper or desirable in his absolute discretion.
2. To ask, demand, sue for, recover, enforce payment of, and receive all sums of money, securities of moneys, debts, shares, goods, effects and things, whether movable or immovable now or hereafter owing, payable or belonging to us by virtue of any security or upon any balance of accounts or otherwise however, and to give, sign and execute receipts, quittances and other discharges for any property or thing in action whatsoever.
3. To create, sign, execute, deliver, register, acknowledge or perfect in any way required by applicable law such mortgages, charges, liens or encumbrances over the assets and any ancillary assets, properties and developments so acquired by the Company for such consideration and on such terms and subject to such conditions as the Attorney shall consider necessary or desirable in his absolute discretion.
4. To pay, settle, adjust, deduct and allow all taxes, rates, charges, deductions, expenses and all other payments and outgoings whatsoever due and payable or to become due and payable for or on account of any property, whether movable or immovable and whether in possession or in action, now or hereafter belonging to us or to which we may become entitled.
5. To enter into leases and collect rents on behalf of the Company with regard to any properties.
6. To open and to close bank accounts, to deposit funds and securities in our accounts whether existing or to be opened, to dispose of any funds or securities deposited in such accounts and to draw cheques on our accounts, whether existing or to be opened, to establish credit facilities with banks, borrow funds, and pledge the Company's assets (including any properties or bank accounts) as security for such borrowings or

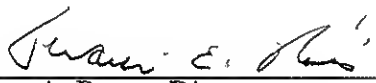
credit facilities, to lend money to, or to guarantee debts and obligations of, any person, corporate or natural, whether or not related to the Company and to sign all kinds of documents in connection with our accounts or money.

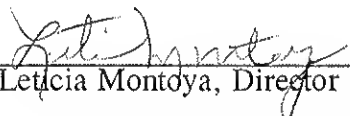
7. To take such steps as may be necessary under applicable law to qualify the Company to do business and for such purpose to complete, sign and deliver such documents, appear before authorities and enter into such undertakings or bonds as may be necessary or desirable.
8. To purchase or sell on behalf of the Company all or any stocks, shares, annuities, debentures, bonds, obligations and all other kinds of securities or investments and to that end to employ and pay brokers and other agents on its behalf.
9. To subscribe to any Memorandum or Articles of Association of any company to be incorporated, to apply for any shares or debentures in any company incorporated or to be incorporated, to execute and do on our behalf and in our name all such deeds, documents, instruments and things in connection with or relating to our membership or directorship in any company in which we are members or directors or in which we shall become members or directors at any time, but without derogating from the generality of the foregoing, to execute on our behalf and in our name any declarations or declaration, consents to act as directors, trust deeds, debentures, application for shares or debentures, consent to short notice for meeting and other documents and waivers whatsoever, and to act for us in our capacity as shareholders, members and-or directors of any company.
10. To substitute this power of attorney wholly or partially, in favour of third parties.

And the Company hereby declares that this instrument shall at all times be conclusively binding on the Company in favour of third parties who have not received notice of the revocation thereof, and the exercise by the Company itself, from time to time, of any of the powers hereby conferred shall not of itself be deemed to be a revocation.

This instrument is to be construed and interpreted as a general power of attorney with no limitations on the power and authority of the attorney to act as long as such acts are lawful and in the interest of the Company.

IN WITNESS whereof this power of attorney has been issued and signed on the date first above written.


Francis Perez, Director


Leticia Montoya, Director

BANGIO INVEST S.A.
("the Company")

Minutes of a meeting of the Board of Directors of the Company, held at Arango-Orillac Bldg., East 54th Street, Panama, Republic of Panama on the 3rd of May 2005.

NOTICE: Notice to this meeting was waived by all persons entitled thereto.

PRESENT: Francis Perez, Vianca Scott and Leticia Montoya, being the majority of the members of the Board of Directors.

A quorum being present, the following resolutions were unanimously adopted:

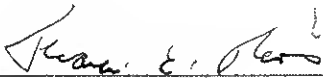
RESOLVED: That the Company shall open a bank account with DRESDNER BANK (SWITZERLAND) LTD., GENEVA, SWITZERLAND [hereinafter called "the Bank"] and by means of this resolution grants power of attorney to Mr. Mihran POGHOSYAN [hereinafter called "the Attorney"] to open and manage the Company's bank account with the Bank in accordance with the terms and conditions the Attorney may agree with the Bank at his sole discretion.


Any documents signed and any acts done by the Attorney in pursuance of the foregoing are hereby fully approved and ratified.

The standard form of banking resolution and/or general conditions of business of the Bank are hereby accepted by the Company.

This power of attorney shall remain in full force until the Company notifies the Bank otherwise.

There being no other business, the meeting ended.


Francis Perez, Director


Leticia Montoya, Director